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**ATTORNEYS FOR WILMINGTON TRUST
COMPANY, AS INDENTURE TRUSTEE**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	Chapter 11
	§	
GUARANTY FINANCIAL	§	Case No. 09-35582-bjh
GROUP INC., <i>et al.</i> ,	§	(Jointly Administered)
	§	
Debtors.	§	

NOTICE OF SUBSTITUTION OF COUNSEL

Wilmington Trust Company (“Wilmington Trust”), as Indenture Trustee under that certain Indenture, dated as of September 15, 2006, between Temple-Inland Financial Services, Inc., as Issuer, and the Trustee, by and through its attorneys, files this Notice of Substitution of Counsel to provide notice of the following:

1. Effective immediately, Munsch Hardt Kopf & Harr, P.C. (“Munsch Hardt”) is hereby substituted in the above-referenced jointly-administered case (the “Bankruptcy Case”) (including, without limitation, in all contested matters pending in the Bankruptcy Case) as local counsel for Wilmington Trust in the place of Warner Stevens, LLP (“Warner Stevens”).

2. Accordingly, Wilmington Trust and Munsch Hardt hereby request and demand that all future notices given or required to be given in the Bankruptcy Case, and that all papers served or required to be served in the Bankruptcy Case, and in any resulting converted case, be given to and served upon Munsch Hardt at the following address to the same extent and in the same manner as originally requested by counsel by Wilmington Trust pursuant to that certain *Notice of Appearance Pursuant to Bankruptcy Rule 9010(b) and Request for Service of Papers Pursuant to Bankruptcy Rule 2002(a) and (b) and Pleadings Pursuant to Bankruptcy Rule 3017(a)* filed on or about November 30, 2009 [Docket No. 128]:

E. Lee Morris, Esq.
Munsch Hardt Kopf & Harr, P.C.
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3. Munsch Hardt's substitution as counsel herein is limited to Warner Stevens, and Foley & Lardner, LLP is continuing to serve as lead counsel for Wilmington Trust in the Bankruptcy Case (including, without limitation, in all contested matters pending in the Bankruptcy Case). Effective immediately, Warner Stevens should be removed as a notice party on all notices served upon Wilmington Trust.

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DATED: June 21, 2010

MUNSCH HARDT KOPF & HARR, P.C.

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By: /s/ E. Lee Morris

E. Lee Morris
Texas Bar No. 00788079

- and -

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By: /s/ Douglas E. Spelfogel (by permission ELM)

Douglas E. Spelfogel (admitted *pro hac vice*)
Olya Petukhova (admitted *pro hac vice*)

**ATTORNEYS FOR WILMINGTON TRUST
COMPANY, AS INDENTURE TRUSTEE**

Acknowledged By:

WARNER STEVENS, L.L.P.

301 Commerce Street, Suite 1700
Fort Worth, Texas 76102
Telephone: (817) 810-5250
Facsimile: (817) 810-5255

By: /s/ Michael D. Warner (by permission ELM)

Michael D. Warner
Texas Bar No. 00792304

CERTIFICATE OF SERVICE

This is to certify that on the 21st day of June, 2010, a true and correct copy of the foregoing pleading was served by ECF transmission on all registered ECF parties in the case as of said date.

/s/ E. Lee Morris _____

E. Lee Morris